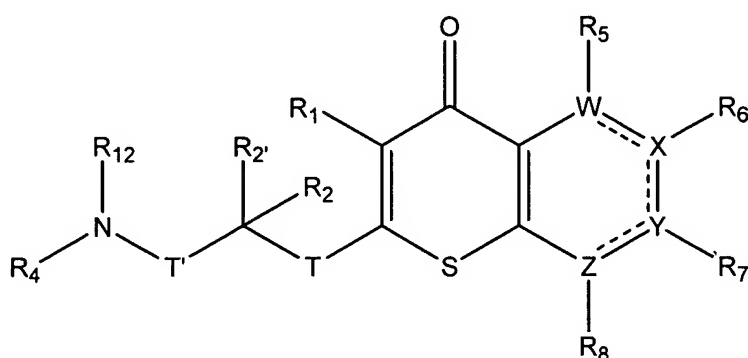


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

W, X, Y, and Z are independently N, C, CH, O, or S; and Z is optionally absent, provided that:

no more than two of W, X, Y, and Z is -N=, and

W, X, or Y can be O or S only when Z is absent;

the dashed lines in the structure depict optional double bonds;

T and T' are independently a covalent bond, -C(O)-, or optionally substituted lower alkylene;

R₁ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R₂ and R_{2'} are independently chosen from hydrogen, optionally substituted alkyl,

optionally substituted alkoxy, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R_2 and R_2 taken together form an optionally substituted 3- to 7-membered ring;

R_{12} is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-C(O)-R_3$, and $-S(O)_2-R_{3a}$;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $R_{15}O-$ and $R_{17}-NH-$;

R_{3a} is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and $R_{15}-NH-$;

R_4 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_4 taken together with R_{12} , and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_4 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_5 , R_6 , R_7 and R_8 are independently chosen from hydrogen, acyl, optionally substituted alkyl-, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl-, alkylsulfonamido-, alkylthio-, carboxyalkyl-, aminocarbonyl-, optionally substituted aryl and optionally substituted heteroaryl-, provided that R_5 , R_6 , R_7 and R_8 is absent where W, X, Y, or Z, respectively, is $-N=$, O, S or absent;

R_{15} is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally

substituted heteroaralkyl-; and

R₁₇ is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted hetero-aralkyl-,

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original) The compound of Claim 1 comprising one or more of the following:
one or both of T and T' is a covalent bond;

W, X, Y and Z are independently -C= or -N=;

R₁ is hydrogen, optionally substituted C₁-C₄ alkyl, optionally substituted phenyl-C₁-C₄-alkyl-, optionally substituted heteroaryl- C₁-C₄-alkyl-, optionally substituted naphthalenylmethyl, optionally substituted phenyl, or naphthyl;

R₂ is optionally substituted C₁-C₄ alkyl;

R₂' is hydrogen;

R₁₂ is -C(O)R₃;

R₃ is selected from optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R₁₅O- and R₁₇-NH-;

R₁₅ is chosen from optionally substituted C₁-C₈ alkyl and optionally substituted aryl. ;

R₁₇ is chosen from hydrogen, C₁-C₄ alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, C₁-C₄ alkyl, C₁-C₄ alkoxy, or C₁-C₄ alkylthio;

R₄ is chosen from hydrogen, C₁-C₄ alkyl; cyclohexyl; phenyl substituted with hydroxyl, C₁-C₄ alkoxy or C₁-C₄ alkyl; benzyl; heteroarylmethyl-; heteroarylethyl-; heteroarylpropyl-; and R₁₆-alkylene-;

- R_{16} is hydroxyl, di(C_1 - C_4 alkyl)amino-, (C_1 - C_4 alkyl)amino-, amino, C_1 - C_4 alkoxy-, or N-heterocyclyl-, particularly pyrrolidino, piperidino or imidazolyl.; and
- R_5 , R_6 , R_7 and R_8 are independently methoxy, hydrogen, cyano, or halo, provided that R_5 , R_6 , R_7 and R_8 is absent where W, X, Y, or Z, respectively, is $-N=$.
3. (Original) The compound of Claim 2 comprising one or more of the following:
both T and T' are covalent bonds;
W, X, Y and Z are C;
 R_1 is optionally substituted phenyl- C_1 - C_4 -alkyl- or optionally substituted heteroaryl- C_1 - C_4 -alkyl-.
- R_2 is ethyl or propyl;
- R_3 is optionally substituted C_1 - C_8 alkyl, optionally substituted heteroaryl, or optionally substituted aryl;
- R_4 is R_{16} -alkylene-;
- R_{16} is amino, C_1 - C_4 alkylamino-, di(C_1 - C_4 alkyl)amino-, C_1 - C_4 alkoxy-, hydroxyl, or N-heterocyclyl;
- R_5 is amino, alkylamino, trifluoromethyl, hydrogen or halo;
- R_6 is hydrogen, alkyl, or halo;
- R_7 is hydrogen, halo, alkyl, alkoxy, cyano, or trifluoromethyl; and
- R_8 is hydrogen or halo.
4. (Original) The compound of Claim 3 comprising one or more of the following:
 R_1 is naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl,

methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthalenylmethyl;

R₂ is *i*-propyl;

R₃ is tolyl, halophenyl, halomethylphenyl, hydroxymethylphenyl, methylenedioxyphenyl, formylphenyl or cyanophenyl;

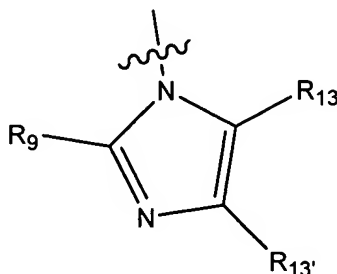
R₄ is R₁₆-alkylene-;

R₁₆ is amino;

R₅, R₆, and R₈ are hydrogen; and

R₇ is cyano, methoxy or halogen.

5. (Original) The compound of claim 4 wherein R₁ is benzyl, cyanobenzyl, methoxybenzyl, or naphthalenylmethyl.
6. (Original) The compound of claim 5 wherein R₁ is benzyl.
7. (Original) The compound of claim 1, wherein R₄ taken together with R₁₂ and the nitrogen to which they are bound, forms an optionally substituted imidazolynyl ring of the formula:



wherein

R₉ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, optionally substituted aryl-C₁-C₄-alkyl -, optionally substituted heteroaryl-C₁-C₄-alkyl -, optionally substituted aryl-C₁-C₄-alkoxy -, optionally substituted heteroaryl-C₁-C₄-alkoxy -, optionally substituted heteroaryl-; and

R₁₃ and R_{13'} are independently hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, or optionally substituted aryl-C₁-C₄-alkyl - (especially optionally substituted alkyl).

8. (Original) The compound of claim 7 comprising one or more of the following:
R₉ is phenyl substituted with C₁-C₄-alkyl, C₁-C₄-alkoxy-, and/or halo; phenyl; or benzyl;

R₁₃ is hydrogen; and

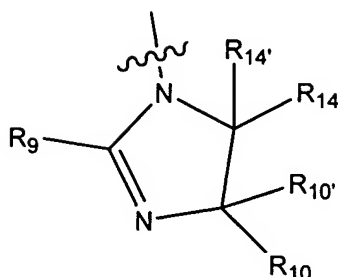
R_{13'} is substituted C₁-C₄ alkyl.

9. (Original) The compound of claim 8 comprising one or more of the following:
R₉ is tolyl; halophenyl; or halomethylphenyl;

R₁₃ is hydrogen; and

R_{13'} is aminomethyl, aminoethyl, aminopropyl, acetylamino-methyl, acetylaminoethyl, benzyloxycarbonylamino-methyl or benzyloxycarbonylamino-ethyl.

10. (Original) The compound of claim 1 wherein R₁₂ taken together with R₄ forms an optionally substituted imidazoliny ring of the formula:



wherein

R₉ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, optionally substituted aryl-C₁-C₄-alkyl -, and optionally substituted heteroaryl-; and

R₁₀, R₁₀', R₁₄, and R₁₄' are independently chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, and optionally substituted aryl-C₁-C₄-alkyl -.

11. (Original) The compound of claim 10 comprising one or more of the following:
R₉ is methylenedioxyphenyl; phenyl; phenyl substituted with C₁-C₄ alkyl, C₁-C₄ alkoxy, and/or halo; or benzyl; and
R₁₀, R₁₀', R₁₄', and R₁₄ are independently hydrogen or optionally substituted alkyl.
12. (Original) The compound of claim 11 comprising one or more of the following:
R₉ is methylenedioxyphenyl-; phenyl; or phenyl substituted with methoxy, halo and/or methyl;
R₁₀ and R₁₀' are independently selected from the group consisting of hydrogen or optionally substituted C₁-C₄ alkyl; and
R₁₄' and R₁₄ are hydrogen.
13. (Currently amended) The compound of ~~any of the above claims~~ Claim 1 wherein the stereogenic center to which R₂ and R₂' are attached is of the R configuration.

14. (Currently amended) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of ~~any of Claims 1-12~~ Claim 1.

15. (Currently amended) A method of treatment comprising administering an effective amount of a compound of ~~any of Claims 1-12~~ Claim 1 to a patient suffering from a cellular proliferative disease.

16. (Original) The method of Claim 15 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

17. (Original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

18. (Currently amended) A kit comprising a compound of ~~any of Claims 1-12~~ Claim 1 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.